

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	<b>§</b>	<b>Chapter 11</b>
	<b>§</b>	
<b>W.R. GRACE &amp; CO., <i>et al.</i>,</b>	<b>§</b>	<b>Jointly Administered</b>
	<b>§</b>	<b>Case No. 01-01139 (KJC)</b>
<b>Debtors.</b>	<b>§</b>	
	<b>§</b>	

**FEE AUDITOR'S FINAL REPORT REGARDING THE FIFTY-SECOND  
INTERIM AND FINAL FEE APPLICATION OF BILZIN SUMBERG BAENA  
PRICE & AXELROD LLP FOR APPROVAL AND ALLOWANCE OF  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD OF APRIL 9, 2001 THROUGH FEBRUARY 3, 2014**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the Fifty-Second Interim and Final Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses for the Period of April 9, 2001 through February 3, 2014 (the “Application”).

**BACKGROUND**

1. Bilzin Sumberg Baena Price & Axelrod LLP (“Bilzin”) was retained as counsel to the Official Committee of Asbestos Property Damage Claimants. In the Application, Bilzin seeks approval of fees and expenses as follows: fees totaling \$20,586.00 and expenses totaling \$390.84 for its services from January 1, 2014 through February 3, 2014 (the “Fifty-Second Interim Period”);

final approval of fees totaling \$11,837,680.74<sup>1</sup> and expenses totaling \$5,248,546.60<sup>2</sup> for its services from April 9, 2001 through February 3, 2014 (the “Final Application Period”); and a fee enhancement of \$875,000.00.

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with 11 U.S.C. § 330, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2014, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the “U.S. Trustee Guidelines”), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals.

## DISCUSSION

### **Fifty-Second Interim Period**

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<sup>1</sup>We note that the total of the fees requested in Bilzin’s 49 prior fee applications, plus the compensation sought for the Fifty-Second Interim Period, and the fees awarded in the Sealed Air Adversary Proceedings (*see* paragraph 5), is \$11,928,989.70. It appears that Bilzin has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$11,837,680.74. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

<sup>2</sup>We note that the total of the expenses requested in Bilzin’s 49 prior fee applications, plus the expenses sought for the Fifty-Second Interim Period, and the expenses awarded in the Sealed Air Adversary Proceedings (*see* paragraph 5), is \$5,308,289.57. It appears that Bilzin has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$5,248,546.60. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

3. We have no issues with, or objections to, Bilzin's fees and expenses for the Fifty-Second Interim Period, and thus we did not send an initial report to Bilzin.

4. Thus, we recommend approval of \$20,586.00 in fees and \$390.84 in expenses for Bilzin's services for the Fifty-Second Interim Period.

#### **Final Application Period**

5. We note that included in Bilzin's final fee request are fees totaling \$1,392,044.50 and expenses totaling \$300,669.92 which the Court approved for Bilzin in fraudulent conveyance Adversary Proceeding Nos. 02-2210 and 02-2211 (the "Sealed Air Proceedings"). We did not review these fees and expenses, and we therefore make no recommendation, and take no position, concerning their final approval in this report.

6. We note that Bilzin requested final approval of expenses totaling \$4,947,876.68,<sup>3</sup> however, we calculate Bilzin's final approved expenses at \$4,948,876.68, for a difference of \$1,000.00. The reason for this discrepancy is that Bilzin listed its approved expenses for the Thirty-Fourth Interim Period as \$103,133.15, when they were actually \$104,133.15. Thus, we recommend that Bilzin's final expense request be increased by \$1,000.00.<sup>4</sup>

#### **Prior Interim Applications**

7. We note that we previously filed the following final reports for Bilzin's prior interim applications, which final reports we incorporate by reference herein, and we also note the following

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<sup>3</sup>This amount includes only those expenses approved in the main bankruptcy case and excludes the Sealed Air expenses of \$300,669.92 noted in the preceding paragraph.

<sup>4</sup>We would ordinarily not recommend approval of an amount greater than that requested by the applicant. However, we note that the additional expense amount which we have recommended was previously approved by the Court. Thus, provided the Court and the U.S. Trustee have no objection, we recommend final approval of the additional expenses.

orders that ruled on Bilzin's prior interim fee applications:

1<sup>st</sup>- 3<sup>rd</sup> Periods: Amended Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the First, Second and Third Interim Periods (Docket #2905), filed on or about October 30, 2002, in which we recommended approval of fees totaling \$858,501.75 and expenses totaling \$421,908.43, reflecting our recommended reductions of \$43,677.00 in fees, as further explained in paragraphs 6, 7 and 8 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the First, Second and Third Periods, dated November 25, 2002 (Docket #3091).

4<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Fourth Interim Period (Docket #2452), filed on or about July 29, 2002, in which we recommended approval of fees totaling \$271,757.75 and expenses totaling \$79,962.62, reflecting our recommended reductions of \$9,421.75 in fees, as further explained in paragraphs 11 and 12 of that final report. The Court approved \$279,969.50 in fees and \$79,962.62 in expenses in the Order Approving Quarterly Fee Applications for the Fourth Period, dated October 9, 2002 (Docket #2797).

5<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Fifth Interim Period (Docket #2952), filed on or about November 8, 2002, in which we recommended approval of fees totaling \$226,482.40 and expenses totaling \$21,450.64,

reflecting our recommended reductions of \$4,277.00 in fees and \$47,820.50 in expenses, as further explained in paragraphs 5, 7 and 9 of that final report.

These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifth Period, dated November 25, 2002 (Docket #3092).

6<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Sixth Interim Period (Docket #3336), filed on or about February 6, 2003, in which we recommended approval of fees totaling \$96,284.50 and expenses totaling \$22,219.43.

These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Sixth Period, dated March 14, 2003 (Docket #3511).

7<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Seventh Interim Period (Docket #3595), filed on or about April 1, 2003, in which we recommended approval of fees totaling \$44,346.50 and expenses totaling \$2,047.87, reflecting our recommended reductions of \$470.00 in fees, as further explained in paragraph 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Seventh Period, dated July 28, 2003 (Docket #4157).

8<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Eighth Interim Period (Docket #3984), filed on or about July 1, 2003, in which we recommended approval of fees totaling \$36,088.00 and expenses totaling \$7,097.65. These

recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighth Period, dated September 22, 2003 (Docket #4480).

9<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Ninth Interim Period (Docket #4706), filed on or about November 17, 2003, in which we recommended approval of fees totaling \$59,032.50 and expenses totaling \$5,967.99, reflecting our recommended reductions of \$144.71 in expenses, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Ninth Period, dated December 15, 2003 (Docket #4827).

10<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Tenth Interim Period (Docket #5081), filed on or about February 6, 2004, in which we recommended approval of fees totaling \$58,764.50 and expenses totaling \$5,645.82. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Tenth Period, dated April 26, 2004 (Docket #5482).

11<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Eleventh Interim Period (Docket #5781), filed on or about June 10, 2004, in which we recommended approval of fees totaling \$52,340.75 and expenses totaling \$8,876.26, reflecting our recommended reductions of \$737.50 in fees, as further explained in

paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eleventh Period, dated June 16, 2004 (Docket #5822).

12<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twelfth Interim Period (Docket #6320), filed on or about September 3, 2004, in which we recommended approval of fees totaling \$127,547.00 and expenses totaling \$56,582.22. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twelfth Period, dated September 27, 2004 (Docket #6465).

13<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirteenth Interim Period (Docket #7013), filed on or about November 22, 2004, in which we recommended approval of fees totaling \$75,370.00 and expenses totaling \$3,375.24. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirteenth Period, dated January 26, 2005 (Docket #7622).

14<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Fourteenth Interim Period (Docket #7968), filed on or about March 7, 2005, in which we recommended approval of fees totaling \$111,531.00 and expenses totaling \$8,187.30, reflecting our recommended reductions of \$175.06 in expenses, as further explained in

paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fourteenth Period, dated March 22, 2005 (Docket #8081).

15<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Fifteenth Interim Period (Docket #8578), filed on or about June 8, 2005, in which we recommended approval of fees totaling \$261,786.00 and expenses totaling \$18,552.14, reflecting our recommended reductions of \$4,804.00 in fees and \$1,386.39 in expenses, as further explained in paragraphs 3, 4, 6, 9, 10 and 11 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifteenth Period, dated June 29, 2005 (Docket #8728).

16<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Sixteenth Interim Period (Docket #9350), filed on or about September 7, 2005, in which we recommended approval of fees totaling \$304,995.75 and expenses totaling \$15,638.79, reflecting our recommended reductions of \$677.50 in fees and \$86.09 in expenses, as further explained in paragraphs 3, 4, and 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Sixteenth Period, dated September 27, 2005 (Docket #9513).

17<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Seventeenth Interim Period

(Docket #11213), filed on or about November 30, 2005, in which we recommended approval of fees totaling \$459,734.85 and expenses totaling \$23,229.30, reflecting our recommended reductions of \$575.00 in fees and \$410.00 in expenses, as further explained in paragraphs 6 and 7 of that final report. The Court approved \$454,544.85 in fees and \$23,229.30 in expenses in the Order Approving Quarterly Fee Applications for the Seventeenth Period, dated December 21, 2005 (Docket #11402).

18<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Eighteenth Interim Period (Docket #12014), filed on or about March 9, 2006, in which we recommended approval of fees totaling \$828,572.00 and expenses totaling \$671,295.08, reflecting our recommended reductions of \$3,542.00 in fees, as further explained in paragraphs 6 and 7 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighteenth Period, dated March 27, 2006 (Docket #12121).

19<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Nineteenth Interim Period (Docket #12546), filed on or about May 30, 2006, in which we recommended approval of fees totaling \$1,103,319.75 and expenses totaling \$971,437.32, reflecting our recommended reductions of \$2,782.00 in fees and \$150.00 in expenses, as further explained in paragraphs 3, 4, and 6 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee

Applications for the Nineteenth Period, dated June 16, 2006 (Docket #12660).

20<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twentieth Interim Period (Docket #13108), filed on or about August 30, 2006, in which we recommended approval of fees totaling \$614,247.25 and expenses totaling \$108,605.10, reflecting our recommended reductions of \$4,309.50 in fees, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twentieth Period, dated September 26, 2006 (Docket #13298).

21<sup>st</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twenty-First Interim Period (Docket #13964), filed on or about December 8, 2006, in which we recommended approval of fees totaling \$677,491.00 and expenses totaling \$822,065.75, reflecting our recommended reductions of \$257.97 in expenses, as further explained in paragraphs 7, 10, 11 and 12 of that final report. The Court approved \$677,491.00 in fees and \$822,323.72 in expenses in the Order Approving Quarterly Fee Applications for the Twenty-First Period, dated December 19, 2006 (Docket #14069).

22<sup>nd</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twenty-Second Interim Period (Docket #14862), filed on or about March 14, 2007, in which we

recommended approval of fees totaling \$678,765.75 and expenses totaling \$504,408.80, reflecting our recommended reductions of \$4,036.50 in fees, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Second Period, dated May 3, 2007 (Docket #15494).

23<sup>rd</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twenty-Third Interim Period (Docket #16003), filed on or about June 8, 2007, in which we recommended approval of fees totaling \$413,324.75 and expenses totaling \$106,961.17, reflecting our recommended reductions of \$562.50 in fees and \$220.00 in expenses, as further explained in paragraphs 5 and 6 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Third Period, dated June 20, 2007 (Docket #16105).

24<sup>th</sup> Period: Fee Auditor's Amended Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twenty-Fourth Interim Period (Docket #16821), filed on or about September 13, 2007, in which we recommended approval of fees totaling \$593,429.00 and expenses totaling \$252,669.80, reflecting our recommended reductions of \$1,112.92 in expenses, as further explained in paragraphs 5, 6, 8 and 10 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee

Applications for the Twenty-Fourth Period, dated September 25, 2007 (Docket #16916).

25<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for the Twenty-Fifth Interim Period (Docket #17524), filed on or about December 3, 2007, in which we recommended approval of fees totaling \$438,109.75 and expenses totaling \$121,279.80, reflecting our recommended reductions of \$2,202.50 in fees and \$148.00 in expenses, as further explained in paragraphs 3, 4 and 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Fifth Period, dated December 13, 2007 (Docket #17629).

26<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Twenty-Sixth Interim Period (Docket #18130), filed on or about February 27, 2008, in which we recommended approval of fees totaling \$231,307.00 and expenses totaling \$73,590.97, reflecting our recommended reductions of \$337.00 in fees and \$60.00 in expenses, as further explained in paragraphs 3 and 6 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Sixth Period, dated March 12, 2008 (Docket #18270).

27<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Twenty-Seventh Interim Period (Docket

#18877), filed on or about June 6, 2008, in which we recommended approval of fees totaling \$191,792.00 and expenses totaling \$114,681.33, reflecting our recommended reduction of \$5,115.20 in expenses, as further explained in paragraphs 3, 4 and 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Seventh Period, dated June 23, 2008 (Docket #18989).

28<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Twenty-Eighth Interim Period (Docket #19356), filed on or about August 21, 2008, in which we recommended approval of fees totaling \$166,431.50 and expenses totaling \$95,953.79, reflecting our recommended reduction of \$407.50 in expenses, as further explained in paragraphs 4 and 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Eighth Period, dated October 1, 2008 (Docket #19663).

29<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Twenty-Ninth Interim Period (Docket #20105), filed on or about November 20, 2008, in which we recommended approval of fees totaling \$254,061.00 and expenses totaling \$60,161.44, reflecting our recommended reductions of \$10,729.75 in fees and \$375.14 in expenses, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Ninth Period, dated December 17, 2008 (Docket

#20283).

30<sup>th</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Thirtieth Interim Period (Docket #20886), filed on or about March 3, 2009, in which we recommended approval of fees totaling \$119,533.50 and expenses totaling \$22,902.07, reflecting our recommended reduction of \$150.00 in expenses, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirtieth Period, dated April 2, 2009 (Docket #21173).

31<sup>st</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Thirty-First Interim Period (Docket #21950), filed on or about June 2, 2009, in which we recommended approval of fees totaling \$214,367.50 and expenses totaling \$49,726.29, reflecting our recommended reduction of \$892.00 in expenses, as further explained in paragraph 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-First Period, dated July 7, 2009 (Docket #22354).

32<sup>nd</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Thirty-Second Interim Period (Docket #22922), filed on or about August 21, 2009, in which we recommended approval of fees totaling \$233,273.50 and expenses totaling \$44,230.65, reflecting our recommended reduction of \$28.02 in expenses, as further

explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Second Period, dated September 28, 2009 (Docket #23352).

33<sup>rd</sup> Period: Fee Auditor's Final Report Regarding Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP for the Thirty-Third Interim Period (Docket #23778), filed on or about November 17, 2009, in which we recommended approval of fees totaling \$144,298.50 and expenses totaling \$41,127.83, reflecting our recommended reduction of \$164.00 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Third Period, dated December 11, 2009 (Docket #23996).

34<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Thirty-Fourth Interim Period (Docket #24438), filed on or about March 11, 2010, in which we recommended approval of fees totaling \$114,222.75 and expenses totaling \$104,133.15, reflecting our recommended reduction of \$38.00 in fees, as further explained in the conclusion of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Fourth Period, dated March 19, 2010 (Docket #24470).

35<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Thirty-Fifth Interim

Period (Docket #24856), filed on or about May 28, 2010, in which we recommended approval of fees totaling \$54,751.50 and expenses totaling \$33,727.16. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Fifth Period, dated June 7, 2010 (Docket #24917).

36<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Thirty-Sixth Interim Period (Docket #25384), filed on or about September 10, 2010, in which we recommended approval of fees totaling \$60,780.25 and expenses totaling \$30,220.63. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Sixth Period, dated September 13, 2010 (Docket #25397).

37<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Seventh Interim Period (Docket #25850), filed on or about December 2, 2010, in which we recommended approval of fees totaling \$25,574.50 and expenses totaling \$1,288.65. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Seventh Period, dated December 10, 2010 (Docket #25905).

38<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Eighth Interim Period (Docket #26519), filed on or about March 9, 2011, in which we recommended

approval of fees totaling \$6,938.50 and expenses totaling \$2,211.11. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Eighth Period, dated March 25, 2011 (Docket #26627).

39<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-Ninth Interim Period (Docket #27116), filed on or about June 21, 2011, in which we recommended approval of fees totaling \$11,752.00 and expenses totaling \$1,284.73. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Ninth Period, dated June 30, 2011 (Docket #27188).

40<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fortieth Interim Period (Docket #27507), filed on or about August 25, 2011, in which we recommended approval of fees totaling \$36,438.00 and expenses totaling \$3,051.54. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fortieth Period, dated September 20, 2011 (Docket #27622).

41<sup>st</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-First Interim Period (Docket #28070), filed on or about December 2, 2011, in which we recommended approval of fees totaling \$24,000.00 and expenses

totaling \$1,488.36. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-First Period, dated December 14, 2011 (Docket #28150).

42<sup>nd</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Second Interim Period (Docket #28548), filed on or about February 20, 2012, in which we recommended approval of fees totaling \$22,745.50 and expenses totaling \$2,052.17, reflecting our recommended reduction of \$20.00 in fees, as further explained in footnote 11 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Second Period, dated March 23, 2012 (Docket #28705).

43<sup>rd</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Third Interim Period (Docket #28900), filed on or about May 9, 2012, in which we recommended approval of fees totaling \$4,842.50 and expenses totaling \$237.64. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Third Period, dated June 14, 2012 (Docket #29054).

44<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Fourth Interim Period (Docket #29449), filed on or about August 13, 2012, in which we recommended approval of fees totaling \$12,993.00 and expenses totaling

\$169.70. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Fourth Period, dated October 19, 2012 (Docket #29746).

45<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Fifth Interim Period (Docket #29988), filed on or about December 4, 2012, in which we recommended approval of fees totaling \$25,476.00 and expenses totaling \$3,117.73. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Fifth Period, dated December 11, 2012 (Docket #30036).

46<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Sixth Interim Period (Docket #30382), filed on or about March 7, 2013, in which we recommended approval of fees totaling \$9,466.00 and expenses totaling \$123.40. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Sixth Period, dated March 27, 2013 (Docket #30440).

47<sup>th</sup> Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Seventh Interim Period (Docket #30840), filed on or about July 17, 2013, in which we recommended approval of fees totaling \$6,554.50 and expenses totaling \$233.20. These recommendations were adopted in the Order

Approving Quarterly Fee Applications for the Forty-Seventh Period, dated July 31, 2013 (Docket #30907).

48<sup>th</sup> Period: Fee Auditor's Final Report Regarding Forty-Eighth Interim Quarterly Fee Application of Bilzin Sumberg Baena Price & Axelrod LLP (Docket #31077), filed on or about September 6, 2013, in which we recommended approval of fees totaling \$11,046.24 and expenses totaling \$512.41, reflecting our recommended reduction of \$967.21 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Eighth Period, dated September 24, 2013 (Docket #31158).

49<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Forty-Ninth Interim Period (Docket #31404), filed on or about November 26, 2013, in which we recommended approval of fees totaling \$19,767.50 and expenses totaling \$1,361.13, reflecting our recommended reduction of \$62.40 in expenses, as further explained in footnote 18 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Forty-Ninth Period, dated December 17, 2013 (Docket #31482).

50<sup>th</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fiftieth Interim Period (Docket #31838), filed on or about March 11, 2014, in which we recommended approval of fees totaling \$18,532.25 and expenses totaling

\$1,051.90. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fiftieth Period, dated March 11, 2014 (Docket #31963).

51<sup>st</sup> Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with *De Minimis* or No Fee or Expense Issues for the Fifty-First Interim Application Period (Docket #32197), filed on or about May 13, 2014, in which we recommended approval of fees totaling \$9,260.50 and expenses totaling \$123.77. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifty-First Period, dated May 23, 2014 (Docket #32216).

8. We have reviewed the final reports and orders allowing fees and expenses for the prior interim periods, and we do not believe there is any reason to change any of the amounts awarded for the prior interim periods.

#### **Request for Fee Enhancement**

9. We note that in addition to its final fee and expense request, Bilzin has requested a fee enhancement of \$875,000.00 for its work on the Sealed Air Adversary Proceedings. As the enhancement sought relates to the Sealed Air Adversary Proceedings, it appears to us that it is outside the scope of our review. Therefore, we make no recommendation, and take no position, concerning Bilzin's request for fee enhancement in this report. However, we will be glad to provide an opinion concerning Bilzin's request for fee enhancement if the Court directs us to do so.

## CONCLUSION

10. Thus, we recommend final approval of \$10,445,636.24 in fees (\$11,837,680.74<sup>5</sup> excluding \$1,392,044.50 in Sealed Air fees)<sup>6</sup> and \$4,948,876.68 in expenses (\$5,248,546.60<sup>7</sup> plus \$1,000.00<sup>8</sup> and excluding \$300,669.92 in Sealed Air expenses)<sup>9</sup> for Bilzin's services for the Final Application Period.<sup>10</sup>

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<sup>5</sup>We note that the total of the fees requested in Bilzin's 49 prior fee applications, plus the compensation sought for the Fifty-Second Interim Period, and the fees awarded in the Sealed Air Adversary Proceedings (*see* paragraph 5), is \$11,928,989.70. It appears that Bilzin has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$11,837,680.74. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

<sup>6</sup>*See* paragraph 5.

<sup>7</sup>We note that the total of the expenses requested in Bilzin's 49 prior fee applications, plus the expenses sought for the Fifty-Second Interim Period, and the expenses awarded in the Sealed Air Adversary Proceedings (*see* paragraph 5), is \$5,308,289.57. It appears that Bilzin has deducted from this amount all of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$5,248,546.60. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

<sup>8</sup>This is the amount of our recommended adjustment to correct Bilzin's final expense request. *See* paragraph 6.

<sup>9</sup>*See* paragraph 5.

<sup>10</sup>In addition to its final fee and expense request, Bilzin requested a fee enhancement of \$875,000.00. We make no recommendation, and offer no opinion, concerning Bilzin's request for fee enhancement in this report. *See* paragraph 9.

Respectfully submitted,

**WARREN H. SMITH & ASSOCIATES, P.C.**



By: \_\_\_\_\_

Warren H. Smith  
Texas State Bar No. 18757050

2235 Ridge Road, Suite 105  
Rockwall, Texas 75087  
214-698-3868  
214-722-0081 (fax)  
whsmith@whsmithlaw.com

**FEE AUDITOR**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 30th day of July, 2014.



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Warren H. Smith

**SERVICE LIST**

**Applicant**

Scott L. Baena  
Jay M. Sakalo  
Bilzin Sumberg Baena Price & Axelrod LLP  
1450 Brickell Avenue, Suite 2300  
Miami, FL 33131

**The Debtors**

Richard Finke  
Assistant General Counsel  
W.R. Grace & Co.  
7500 Grace Drive  
Columbia, MD 21044

**United States Trustee**

Richard Schepacarter  
Office of the United States Trustee  
844 King Street, Lockbox 35, Room 2207  
Wilmington, DE 19801

**Counsel for the Debtors**

John Donley  
Adam Paul  
Kirkland & Ellis LLP  
300 North LaSalle Street  
Chicago, IL 60654

Laura Davis Jones, Esq.  
James E. O'Neill  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

**Counsel to the Official Committee of Unsecured Creditors**

Denise Wildes  
Stroock & Stroock & Lavan  
180 Maiden Lane  
New York, NY 10038-4982

Michael R. Lastowski  
Duane Morris LLP  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801

**Co-Counsel to the Official Committee of Property Damage Claimants**

Michael B. Joseph  
Theodore J. Tacconelli  
Lisa Coggins  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
Wilmington, DE 19801

**Counsel to the Official Committee of Personal Injury Claimants**

Elihu Inselbuch  
Rita Tobin  
Caplin & Drysdale  
600 Lexington Avenue, 21<sup>st</sup> Floor  
New York, NY 10022-6000

Marla R. Eskin  
Mark Hurford  
Kathleen Campbell Davis  
Campbell & Levine, LLC  
222 Delaware Avenue, Suite 1620  
Wilmington, DE 19801

**Counsel to the Official Committee of Equity Holders**

Philip Bentley  
David E. Blabey, Jr.  
Kramer Levin Naftalis & Frankel  
1177 Avenue of the Americas  
New York, NY 10036

Teresa K.D. Currier  
Saul Ewing LLP  
222 Delaware Avenue  
P.O. Box 1266  
Wilmington, DE 19899